

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

HOWARD HOUSTON,

Plaintiff,

v.

SEWARD & KISSEL LLP,

Defendant.

ECF Case

07 Civ. 6305 (HB)

Oral Argument Requested

DECLARATION OF JANA C. RAMSEY

Jana C. Ramsey declares pursuant to 28 U.S.C. § 1746:

1. I am a member of Paul, Weiss, Rifkind, Wharton & Garrison LLP, counsel for defendant Seward & Kissel LLP ("S&K"). I submit this Declaration in support of S&K's Motion to Dismiss the Complaint.

2. Attached to this Declaration are true and correct copies of the following documents:

Exhibit A: Wood River Partners, L.P. Confidential Private Offering Memorandum, dated June 2004

Exhibit B: Wood River Partners, L.P., Subscription Agreement, undated

Exhibit C: Wood River Partners, L.P., Limited Partnership Agreement, dated September 3, 2003

Exhibit D: Complaint, dated October 13, 2005, *Securities and Exchange Commission v. Wood River Capital Management, LLC*, No. 05 Civ. 8713 (S.D.N.Y. 2005)

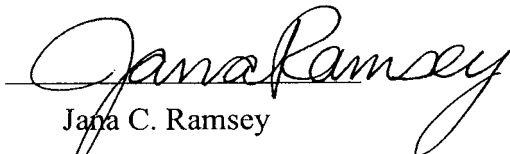
Exhibit E: Indictment, dated February 1, 2007, *United States v. Whittier*, 07 Crim. 087 (S.D.N.Y. 2007)

Exhibit F: Consent of Defendant John Hunting Whittier, *Securities and Exchange Commission v. Wood River Capital Management, LLC*, No. 05 Civ. 8713 (S.D.N.Y. 2005)

- Exhibit G: Transcript, dated May 30, 2007, *United States v. Whittier*, 07 Crim. 087 (S.D.N.Y. 2007)
- Exhibit H: *Friedman v. Hartmann*, 1994 WL 97104 (S.D.N.Y. Mar. 23, 1994)
- Exhibit I: *Myers v. Merrill Lynch & Co.*, 1999 WL 696082 (N.D. Cal. Aug. 23, 1999)
- Exhibit J: *Rolex Employees Ret. Trust v. Mentor Graphics Corp.*, 1991 WL 45714 (D. Or. Mar. 26, 1991)
- Exhibit K: *In re Towers Fin. Corp. Noteholders Litig.*, 1995 WL 571888 (S.D.N.Y. Sept. 20, 1995)

I declare under penalty of perjury that the foregoing is true and correct.

Executed on August 31, 2007, New York, New York.


Jana C. Ramsey